

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re :

LEHMAN BROTHERS HOLDINGS INC., et al., :

Debtors. :

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)  
:  
:  
-----X

**SECOND SUPPLEMENTAL AFFIDAVIT AND DISCLOSURE STATEMENT OF  
WILLIAM T. LUEDKE IV, ON BEHALF OF BRACEWELL & GIULIANI LLP**

STATE OF TEXAS )

COUNTY OF HARRIS )

William T. Luedke IV, being duly sworn, upon his oath, deposes and says:

1. I am a partner in Bracewell & Giuliani LLP, located at 711 Louisiana, Suite 2300, Houston, Texas 77002 (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide financial institutions corporate governance, transactional and regulatory services to the Debtors, and the Firm has consented to provide such services.

3. An Affidavit and Supplemental Affidavit were submitted to the Court previously in connection with the firm's retention and can be found at Docket No. 2740 and 3427, respectively. Attachment 1 to the Affidavit is being supplemented to include the following disclosure:

Evan Flaschen, a partner in the Connecticut office of Bracewell & Giuliani LLP will be representing ANZ Bank Ltd. in making a claim against the Estate

of Lehman Brothers Special Financing, Inc. (LBSFI) in connection with early termination of ISDA matter agreement.

4. There are no other additions or changes to the previously submitted Affidavit at this time.

By: William T. Luedke  
William T. Luedke

Subscribed and sworn to before me  
this 13th day of January, 2010

Mary Ann E. Mouser  
Notary Public

